

Edna D. Guerrasio
Jonathan E. Richman (admitted *pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, New York 10036
(212) 969-3000
eguerrasio@proskauer.com
jerichman@proskauer.com

*Attorneys for Defendants and
Nominal Defendant Bed Bath & Beyond Inc.*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

**IN RE BED BATH & BEYOND
STOCKHOLDER DERIVATIVE
LITIGATION**

Master File No. 2:20-cv-08673-MCA-MAH

**DECLARATION OF JONATHAN E. RICHMAN
IN CONNECTION WITH
DEFENDANTS' MOTION TO DISMISS PLAINTIFFS'
VERIFIED SHAREHOLDER DERIVATIVE CONSOLIDATED COMPLAINT**

I, Jonathan E. Richman, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a member of the law firm of Proskauer Rose LLP, counsel for nominal defendant Bed Bath & Beyond Inc. ("BBBY") and the individual defendants in the above-captioned action. I am a member of the Bar of the State of New York and have been admitted to appear *pro hac vice* in this action.

2. I make this Declaration to provide the Court with copies of documents cited in Defendants' Memorandum of Law in support of their motion to dismiss the Verified Shareholder Derivative Consolidated Complaint in this action.

3. I make this Declaration on personal knowledge, except as otherwise stated.
4. Attached as Exhibit A is a true and correct copy of the transcript of BBY's conference call with analysts on January 9, 2019, to discuss BBY's earnings for the third quarter of fiscal year 2018.
5. Attached as Exhibit B is a true and correct copy of BBY's Form 8-K (with its exhibits) filed with the U.S. Securities and Exchange Commission (the "SEC") on April 22, 2019, announcing changes to the composition of BBY's Board of Directors.
6. Attached as Exhibit C is a true and correct copy of BBY's Form 10-K for its 2018 fiscal year ended March 2, 2019, filed with the SEC on April 30, 2019.
7. Attached as Exhibit D is a true and correct copy of BBY's Form 8-K (with its exhibits) filed with the SEC on May 29, 2019, announcing additional new members of BBY's Board of Directors.
8. Attached as Exhibit E is a true and correct copy of the transcript of BBY's conference call with analysts on July 10, 2019, to discuss BBY's earnings for the first quarter of fiscal year 2019.
9. Attached as Exhibit F is a true and correct copy of BBY's Form 8-K (with its exhibits) filed with the SEC on July 10, 2019, reporting financial results for the first quarter of fiscal year 2019.
10. Attached as Exhibit G is a true and correct copy of BBY's Form 8-K filed with the SEC on July 23, 2019, announcing a reduction in BBY's corporate staff at the company's headquarters in Union, New Jersey.

11. Attached as Exhibit H is a true and correct copy of BBBY's Form 8-K (with its exhibits) filed with the SEC on September 4, 2019, announcing BBBY's strategic initiatives, including its inventory-reduction program.

12. Attached as Exhibit I is a true and correct copy of the transcript of BBBY's conference call with analysts on October 2, 2019, to discuss BBBY's earnings for the second quarter of fiscal year 2019.

13. Attached as Exhibit J is a true and correct copy of BBBY's Form 8-K filed with the SEC on December 17, 2019, announcing a restructuring of BBBY's leadership team, including the departure of six senior members.

14. Attached as Exhibit K is a true and correct copy of BBBY's Form 8-K (with its exhibits) filed with the SEC on January 8, 2020, to discuss BBBY's earnings for the third quarter of fiscal year 2019.

15. Attached as Exhibit L is a true and correct copy of the transcript of BBBY's conference call with analysts on January 8, 2020, to discuss BBBY's earnings for the third quarter of fiscal year 2019.

16. Attached as Exhibit M is a true and correct copy of the transcript of BBBY's conference call with analysts on February 18, 2020, to discuss BBBY's recent asset sale and capital-allocation strategy.

17. Attached as Exhibit N is a true and correct copy of BBBY's proxy statement filed with the SEC on June 18, 2020.

18. Attached as Exhibit O is a true and correct copy of the initial Complaint in *Schneider v. Tritton*, Index No. 516051/2020, filed in the Supreme Court of the State of New York, County of Kings, on August 28, 2020.

19. Attached as Exhibit P is a true and correct copy of the initial Complaint in *Anthony v. Tritton*, Index No. 514167/2021, as filed in the Supreme Court for the State of New York, County of Kings, on June 11, 2021.

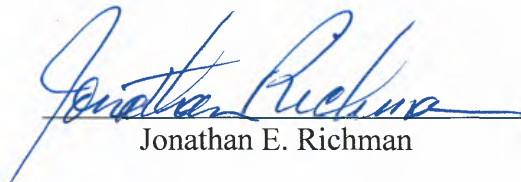
20. Attached as Exhibit Q is a true and correct copy of the Consolidated Verified Shareholder Derivative Complaint in *In re Bed Bath & Beyond Inc. Stockholder Derivative Litigation*, Index No. 516051/2020, as filed in the Supreme Court for the State of New York, County of Kings, on November 24, 2021. This Consolidated Complaint consolidates the claims originally filed in the *Schneider* and *Anthony* cases.

21. Attached as Exhibit R is a true and correct copy of BBBY's Restated Certificate of Incorporation, dated May 31, 1992.

22. Attached as Exhibit S is a true and correct copy of the Amended Class Action Complaint for Violations of the Federal Securities Laws filed on October 20, 2020 in *Vitiello v. Bed Bath & Beyond Inc.*, No. 2:20-cv-04240-MCA-MAH (D.N.J.) (ECF No. 42).

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge.

Dated: New York, New York
January 4, 2022


Jonathan E. Richman